

Submitted: 10/15/2007 at 18:42:14

File Number: 0003178835

FCC 603  
Main FormFCC Application for Assignments of Authorization and Transfers of Control:  
Wireless Telecommunications Bureau  
Public Safety and Homeland Security Bureau

Approved by OMB

3060 - 0800

See instructions for  
public burden estimate

## General Information

1) Application Purpose (Select only one) (AM)	
AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal NT - Required Notification (For Consummation of an Assignment or Transfer) EX - Request for Extension of Time (To Consummate an Assignment or Transfer)
2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.	File Number: 0003178835
3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?	( Y ) Yes No
3b) If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number: 0003178152
3c) Does this application for Assignment of Authorization or Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	( Y ) Yes No
4) Are attachments being filed with this application?	( Y ) Yes No

## Fees and Waivers

5a) Is the applicant exempt from FCC application fees? If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.	( N ) Yes No
5b) Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application? If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	( N ) Yes No
6a) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)? If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	( N ) Yes No
6b) If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections: _____

## Additional Transaction Information

7) Has this application for Assignment of Authorization or Transfer of Control already occurred?	( N ) Yes No
8a) The Assignment of Authorization or Transfer of Control is:	( X ) Voluntary ( ) Involuntary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DD/YYYY) / /
9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control?	( N ) Yes No
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	( ) Yes No
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY) / /
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.	( ) Yes No
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	( ) Yes No

11) How will/has the Assignment of Authorization or Transfer of Control be/been accomplished? Select One: ( T )

Sale or other assignment of assets

Court order

Reorganization or liquidation

Transfer of stock or other ownership interests

Other (voting trust agreement, management contract, etc.): \_\_\_\_\_

**Designated Entity Information** (If 12a, 12b or 12c is 'Y', Schedule A is required to be completed.)

12a) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally awarded with bidding credits within the last five years?	( N ) <u>Y</u> es No
12b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commission's installment payment plan?	( N ) <u>Y</u> es No
12c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closed bidding within the last five years?	( N ) <u>Y</u> es No

**Competition-Related Information**

13) Does this application for Assignment of Authorization or Transfer of Control involve a license(s) that may be used for interconnected mobile voice and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which the Assignee/Transferee already holds direct or indirect interests (of 10 percent or more), either as a licensee or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/or data services?	( Y ) <u>Y</u> es No
14a) Does the Assignee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s), lease(s), or sublease(s) in the same geographic area?	( N ) <u>Y</u> es No
14b) Would/does this application for Assignment of Authorization or Transfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in item 14a) in the affected market(s)?	( N ) <u>Y</u> es No

**Broadband Radio Service and Educational Broadband Service Information**

15a) Will the requested facilities be used to provide multichannel video programming?	( ) <u>Y</u> es No
15b) If 15a is 'Y', does the Assignee/Transferee operate, control or have attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic area of the requested facilities?  If 'Y', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	( ) <u>Y</u> es No
16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules?  If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	( ) <u>Y</u> es No

**Assignor/Licensee Information**

17) Assignor/Licensee is a(n): (Select One)					
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity	<input type="checkbox"/> Corporation	<input checked="" type="checkbox"/> Limited Liability Company
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium		
<input type="checkbox"/> Other: _____					
18) FCC Registration Number (FRN): 0011670551					
19) First Name (if individual):		MI:	Last Name:		Suffix:
20) Legal Entity Name (if not an individual): SunCom Wireless Puerto Rico License Co., LLC					
21) Attention To: Joan Alexander					
22) P.O. Box:		And /Or	23) Street Address: 1100 Cassatt Road		
24) City: Berwyn			25) State: PA	26) Zip Code: 19312	
27) Telephone Number: (610)722-4441			28) Fax Number: (610)722-4288		
29) E-Mail Address: jalexander@suncom.com					

**30) Demographics of Assignor/Licensee (Optional):**

<b>Race:</b> <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	<b>Ethnicity:</b> <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	<b>Gender:</b> <input type="checkbox"/> Male <input type="checkbox"/> Female
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**Assignor/Licensee Contact Representative**

31) First Name: Michele		MI: C	Last Name: Farquhar		Suffix:
32) Company Name: Hogan & Hartson LLP					
33) Attention To:					
34) P.O. Box:		And /Or	35) Street Address: 555 13th Street NW		
36) City: Washington			37) State: DC	38) Zip Code: 20004	
39) Telephone Number: (202)637-5663			40) Fax Number: (202)637-5910		
41) E-Mail Address: mcfarquhar@hhlaw.com					

**Transferor Information** (for Transfers of Control only)

42) Transferor is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input checked="" type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company		
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium
<input type="checkbox"/> Other: _____			
43) FCC Registration Number (ERN): 0016106122			
44) First Name (if individual):	MI:	Last Name:	Suffix:
45) Legal Entity Name (if not an individual): SunCom Wireless Holdings, Inc.			
46) Attention To: Joan W. Alexander			
47) P.O. Box:	And /Or	48) Street Address: 1100 Cassatt Road	
49) City: Berwyn	50) State: PA	51) Zip Code: 19312	
52) Telephone Number: (610)722-4441		53) Fax Number: (610)722-4288	
54) E-Mail Address: jalexander@suncom.com			

**55) Demographics of Transferor (Optional):**

<b>Race:</b> <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	<b>Ethnicity:</b> <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	<b>Gender:</b> <input type="checkbox"/> Male <input type="checkbox"/> Female
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**Transferor Contact Representative**

56) First Name: Michele	MI: C	Last Name: Farquhar	Suffix: Esq
57) Company Name: Hogan & Hartson L.L.P.			
58) Attention To: Michele C. Farquhar, Esq.			
59) P.O. Box:	And /Or	60) Street Address: 555 Thirteenth Street, NW	
61) City: Washington	62) State: DC	63) Zip Code: 20004-1109	
64) Telephone Number: (202)637-5663		65) Fax Number: (202)637-5910	
66) E-Mail Address: mcfarquhar@hhlaw.com			

**Assignee/Transferee Information**

67) Assignee/Transferee is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input checked="" type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company		
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium
<input type="checkbox"/> Other: _____			
68) FCC Registration Number (FRN): 0004121760			
69) First Name (if individual):	MI:	Last Name:	Suffix:
70) Legal Entity Name (if not an individual): T-Mobile USA, Inc.			
71) Attention To: Dan Menser			
72) Real Party in Interest FCC Registration Number (FRN): 0004121760			
73) Name of Real Party in Interest: T-Mobile USA, Inc.			
74) P.O. Box:	And /Or	75) Street Address: 11290 SE 38th Street	
76) City: Bellevue		77) State: WA	78) Zip Code: 98006
79) Telephone Number: (425)383-4000		80) Fax Number: (425)383-7040	
81) E-Mail Address: Dan.Menser@t-mobile.com			

**82) Demographics of Assignee/Transferee (Optional):**

<b>Race:</b> <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	<b>Ethnicity:</b> <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	<b>Gender:</b> <input type="checkbox"/> Male <input type="checkbox"/> Female
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**Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

83) First Name: Cheryl	MI: A	Last Name: Tritt	Suffix:
84) Company Name: Morrison & Foerster LLP			
85) Attention To:			
86) P.O. Box:	And /Or	87) Street Address: 2000 Pennsylvania Avenue, NW, Suite 5500	
88) City: Washington		89) State: DC	90) Zip Code: 20006
91) Telephone Number: (202)887-1510		92) Fax Number: (202)887-0763	
93) E-Mail Address: CTritt@mofo.com			

**Ownership Disclosure Information**

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	( <input checked="" type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: 0003186565

**Alien Ownership Information**

95) Is the Assignee/Transferee a foreign government or the representative of any foreign government?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
96) Is the Assignee/Transferee an alien or the representative of an alien?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	( <input checked="" type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application?  If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>

**Basic Qualification Information**

100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>

**Assignor/Transferor Certification Statements**

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission's Rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

**Typed or Printed Name of Party Authorized to Sign**

103) First Name: Eric	MI:	Last Name: Haskell	Suffix:
104) Title: Exec. VP & CFO			
Signature: Eric Haskell			105) Date: 10/15/2007

**FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.  
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

**Assignee/Transferee Certification Statements**

1)	The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
2)	The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3)	The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.* *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4)	The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
5)	The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6)	The Assignee/Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of "party to the application" as used in this certification.
7)	The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

**Typed or Printed Name of Party Authorized to Sign**

106) First Name: Kathleen	MI: O	Last Name: Ham	Suffix:
107) Title: Managing Director, Fed. Reg. Affairs			
Signature: Kathleen O Ham			108) Date: 10/15/2007
<b>FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.</b>			
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b>			



# **Authorizations To Be Assigned or Transferred**

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
KNLF249	CW - PCS Broadband						Y
KNLF986	CW - PCS Broadband						Y
KNLG202	CW - PCS Broadband						Y
WPOJ806	CW - PCS Broadband						Y
WPOJ825	CW - PCS Broadband						Y
WPOU284	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU285	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU287	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU288	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU291	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU292	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU293	CF - Common Carrier Fixed Point to Point Microwave						N
WPOU294	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU296	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU297	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU300	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU301	CF - Common Carrier Fixed Point to Point Microwave						N
WPOU302	CF - Common Carrier Fixed Point to Point Microwave						Y

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WPOU303	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU304	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU305	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU306	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU307	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU311	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU312	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU313	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU314	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU315	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU316	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU317	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU318	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU320	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU321	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU323	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU325	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU326	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU327	CF - Common Carrier Fixed Point to Point Microwave						Y

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WPOU328	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU331	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU332	CF - Common Carrier Fixed Point to Point Microwave						N
WPOU333	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU334	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU335	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU336	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU337	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU338	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU340	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU343	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU344	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU345	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU346	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU542	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOU544	CF - Common Carrier Fixed Point to Point Microwave						Y
WPQL826	CF - Common Carrier Fixed Point to Point Microwave						Y
WPQL827	CF - Common Carrier Fixed Point to Point Microwave						Y
WPQL828	CF - Common Carrier Fixed Point to Point Microwave						Y

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WPQL829	CF - Common Carrier Fixed Point to Point Microwave						Y
WPQL830	CF - Common Carrier Fixed Point to Point Microwave						Y
WPQL831	CF - Common Carrier Fixed Point to Point Microwave						Y
WPQM208	CF - Common Carrier Fixed Point to Point Microwave						Y
WPQM893	CF - Common Carrier Fixed Point to Point Microwave						Y
WPQM902	CF - Common Carrier Fixed Point to Point Microwave						Y
WPQN959	CF - Common Carrier Fixed Point to Point Microwave						Y
WPQN960	CF - Common Carrier Fixed Point to Point Microwave						Y
WPQQ676	CF - Common Carrier Fixed Point to Point Microwave						Y
WPQQ695	CF - Common Carrier Fixed Point to Point Microwave						Y
WPQT345	CF - Common Carrier Fixed Point to Point Microwave						Y
WPQT346	CF - Common Carrier Fixed Point to Point Microwave						Y
WPQT352	CF - Common Carrier Fixed Point to Point Microwave						Y
WPUU753	CF - Common Carrier Fixed Point to Point Microwave						Y
WPUU754	CF - Common Carrier Fixed Point to Point Microwave						Y
WPUU757	CF - Common Carrier Fixed Point to Point Microwave						Y
WPUU758	CF - Common Carrier Fixed Point to Point Microwave						Y
WPUU759	CF - Common Carrier Fixed Point to Point Microwave						Y
WPUU760	CF - Common Carrier Fixed Point to Point Microwave						Y

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WPUU761	CF - Common Carrier Fixed Point to Point Microwave						Y
WPUV592	CF - Common Carrier Fixed Point to Point Microwave						Y
WPUV834	CF - Common Carrier Fixed Point to Point Microwave						Y
WPVB543	CF - Common Carrier Fixed Point to Point Microwave						Y
WPVS235	CF - Common Carrier Fixed Point to Point Microwave						Y
WPWU630	CF - Common Carrier Fixed Point to Point Microwave						N
WPWU633	CF - Common Carrier Fixed Point to Point Microwave						Y
WPWU636	CF - Common Carrier Fixed Point to Point Microwave						Y
WPWU637	CF - Common Carrier Fixed Point to Point Microwave						Y
WPWU658	CF - Common Carrier Fixed Point to Point Microwave						Y
WPXD345	CF - Common Carrier Fixed Point to Point Microwave						Y
WPXD372	CF - Common Carrier Fixed Point to Point Microwave						Y
WPXD373	CF - Common Carrier Fixed Point to Point Microwave						Y
WPXD377	CF - Common Carrier Fixed Point to Point Microwave						Y
WPXD397	CF - Common Carrier Fixed Point to Point Microwave						Y
WPXD398	CF - Common Carrier Fixed Point to Point Microwave						Y
WPXD401	CF - Common Carrier Fixed Point to Point Microwave						Y
WPXD405	CF - Common Carrier Fixed Point to Point Microwave						Y
WPXD406	CF - Common Carrier Fixed Point to Point Microwave						Y

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WPXD980	CF - Common Carrier Fixed Point to Point Microwave						Y
WPXD981	CF - Common Carrier Fixed Point to Point Microwave						Y
WPXD982	CF - Common Carrier Fixed Point to Point Microwave						Y
WPXE208	CF - Common Carrier Fixed Point to Point Microwave						Y
WPXG668	CF - Common Carrier Fixed Point to Point Microwave						Y
WPXH551	CF - Common Carrier Fixed Point to Point Microwave						Y
WPXP344	CF - Common Carrier Fixed Point to Point Microwave						Y
WPXP589	CF - Common Carrier Fixed Point to Point Microwave						Y
WPXP590	CF - Common Carrier Fixed Point to Point Microwave						Y
WPTY752	CF - Common Carrier Fixed Point to Point Microwave						Y
WQAG775	CF - Common Carrier Fixed Point to Point Microwave						Y
WQBN424	CW - PCS Broadband						Y
WQFK540	CF - Common Carrier Fixed Point to Point Microwave						Y
WQFM570	CF - Common Carrier Fixed Point to Point Microwave						N
WQFQ720	CF - Common Carrier Fixed Point to Point Microwave						Y
WQFR824	CF - Common Carrier Fixed Point to Point Microwave						Y
WQGC833	CF - Common Carrier Fixed Point to Point Microwave						Y
WQGC950	CF - Common Carrier Fixed Point to Point Microwave						Y
WQGD668	CF - Common Carrier Fixed Point to Point Microwave						Y

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WQGD777	CF - Common Carrier Fixed Point to Point Microwave						Y
WQGH940	CF - Common Carrier Fixed Point to Point Microwave						Y
WQGH942	CF - Common Carrier Fixed Point to Point Microwave						Y
WQGH943	CF - Common Carrier Fixed Point to Point Microwave						Y
WQHE867	CF - Common Carrier Fixed Point to Point Microwave						N
WQHK648	CF - Common Carrier Fixed Point to Point Microwave						N
WQHK649	CF - Common Carrier Fixed Point to Point Microwave						N
WQHK650	CF - Common Carrier Fixed Point to Point Microwave						N
WQHK658	CF - Common Carrier Fixed Point to Point Microwave						N
WQHK659	CF - Common Carrier Fixed Point to Point Microwave						Y
WQHK660	CF - Common Carrier Fixed Point to Point Microwave						N
WQHK662	CF - Common Carrier Fixed Point to Point Microwave						Y
WQHK663	CF - Common Carrier Fixed Point to Point Microwave						N
WQHK665	CF - Common Carrier Fixed Point to Point Microwave						N
WQHL897	CF - Common Carrier Fixed Point to Point Microwave						N
WQHL898	CF - Common Carrier Fixed Point to Point Microwave						N
WQHL899	CF - Common Carrier Fixed Point to Point Microwave						N
WQHL900	CF - Common Carrier Fixed Point to Point Microwave						N
WQHM686	CF - Common Carrier Fixed Point to Point Microwave						N

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WQHN460	CF - Common Carrier Fixed Point to Point Microwave						N
WQHN461	CF - Common Carrier Fixed Point to Point Microwave						N
WQHN462	CF - Common Carrier Fixed Point to Point Microwave						N



Attachment(s):

Type	Description	Date Entered
O	<u>Amendment Explanation and Section 101.55 Showing</u>	10/15/2007
O	<u>Reference to Lead Application</u>	10/01/2007

## **ATTACHMENT**

This application is part of a series of applications involving a request by T-Mobile USA, Inc. ("T-Mobile") and SunCom Wireless Holdings, Inc. ("SunCom") for Commission consent to transfer control of SunCom and two of its wholly-owned, indirect subsidiaries to T-Mobile. Please see the lead application, ULS File No. 0003178152, for more information.

**APPLICATION AMENDMENT EXPLANATION AND**  
**SECTION 101.55 SHOWING**

The Form 603 is being amended to remove three common carrier fixed point-to-point microwave licenses (WQFJ842, WQFJ843, and WQFJ844) from the list of licenses to be transferred. These licenses have been cancelled.

The Form 603 is also being amended to indicate that the following microwave licenses, held by SunCom Wireless Puerto Rico License Co., LLC ("SunCom PR"), each contain at least one path that has not yet been constructed:<sup>1</sup>

WPOU332	WQHK660	WQHL899	WQHK663	WQHN462
WPOU301	WQHL898	WQHK658	WQHK648	
WQHN460	WQHK665	WQHM686	WQHK650	
WPOU293	WQFM570	WQHE867	WQHK649	
WQHL900	WPWU630	WQHL897	WQHN461	

Pursuant to Section 101.55(c) of the Commission's rules, SunCom Wireless Holdings, Inc. ("SunCom"), the ultimate parent of SunCom PR, hereby certifies that it acquired these licenses for use in its ongoing provision of Commercial Mobile Radio Service; it did not acquire the licenses for the principal purpose of profitable sale.<sup>2</sup> The proposed transfer of control of the licenses is incidental to the transfer of control of other radio facilities held by SunCom's subsidiaries, as described below. Moreover, SunCom anticipates that all of the currently unconstructed paths will be fully constructed prior to the consummation of the proposed transfer of control.

The Transaction Description attached to the lead application describes the proposed transaction in detail.<sup>3</sup> As described in that attachment, pursuant to an Agreement and Plan of Merger ("Agreement") between SunCom and the transferee, T-Mobile USA, Inc. ("T-Mobile"), T-Mobile will purchase all of the outstanding shares of common stock of SunCom for a cash

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<sup>1</sup> All paths are still within the 18-month period allowed for construction. *See* 47 C.F.R. § 101.63(a). In addition, although all paths for call signs WQHK662, WQHK659 and WPWU636 have been constructed, not all of the notifications of construction have been filed as of the date of this amendment. The appropriate notifications will be filed shortly.

<sup>2</sup> SunCom and T-Mobile have already stated in the application that any unconstructed authorizations covered by the transaction "are merely incidental, with no separate payment being made for any individual authorization or facility." *See* Description of Transaction, Public Interest Statement, and Related Requests and Showings ("Transaction Description"), attached to the lead application (file no. 0003178152), at 31.

<sup>3</sup> *See* 47 C.F.R. § 101.55(d)(1) (requiring the disclosure of complete details relating to the sale of facilities or merger of interests).

payment of approximately \$1.6 billion and the assumption of approximately \$0.8 billion net debt. Thus, the proposed transaction is a transfer of control of the entire company, including customers, network assets and FCC authorizations. The currently unconstructed paths of the call signs listed above constitute only a small percentage of the total microwave path authorizations held by SunCom, and do not constitute a material aspect of the transaction. Moreover, the Agreement assigns no specific amount of consideration for any individual assets held by SunCom. Therefore, the information sought by Sections 101.55(d)(2) and (d)(3) is inapplicable in this circumstance.<sup>4</sup>


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<sup>4</sup> See 47 C.F.R. § 101.55(d)(2)-(3) (calling for a listing “by an itemized accounting, [of] the amount of consideration involved in the sale of facilities or merger of interests,” and a demonstration “that the amount of consideration assignable to the facilities or business interests involved represents their fair market value at the time of the transaction”).

**Officer's Declaration**

I, Eric Haskell, am Executive Vice President and Chief Financial Officer of SunCom Wireless Holdings, Inc. ("SunCom"). I hereby declare under penalty of perjury that the foregoing is accurate to the best of my knowledge and belief.

Executed on October 12, 2007.

A handwritten signature in black ink, appearing to read "Eric Haskell", is written over a horizontal line.

Eric Haskell  
Executive Vice President and Chief Financial Officer